



BANK OF BENNINGTON

May 11, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 25591 FILED

MAY 17 '05

3-27 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two(2) copies of a Memorandum of Commercial Security Agreement, dated as of May 2005, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lender: Bank of Bennington
12212 North 156TH Street
Bennington, NE 68007

Grantor: Consolidated Logistics Solutions, Inc.
13041 Binney Street
Omaha, NE 68164

A description of the railroad equipment covered by the enclosed document is:
Three Gondola Railcars marked as follows: SFS 1001, SFS 1004 and SFS 1005.


A short summary of the document to appear in the index is:

Memorandum of Commercial Security Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,


Leo A. Mayhan, II
Vice President

MAIN BANK

12212 North 156th St., Bennington, NE 68007

MAPLE BRANCH

15645 Spaulding St., Omaha, NE 68116

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MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT (THIS "Memorandum") is made this 11th day of May, 2005 by and between CONSOLIDATED LOGISTICS SOLUTIONS, INC., a Nebraska corporation (Borrower) and BANK OF BENNINGTON, a state-chartered Federal Reserve Member bank ("Bank")

- A. The Borrower and the Bank are parties to that certain Loan dated April 7, 2005, (the "Loan ") pursuant to which the Bank agreed to make a loan to Borrower.
- B. To secure the Borrower's Obligations(as defined in the Loan) to the Bank, the Borrower executed and delivered to the Bank a Commercial Security Agreement dated as of April 7, 2005, pursuant to which the Borrower granted to the Bank a continuing, first priority security interest in and to and lien on the following collateral :
 - (a) Three Gondola Railcars marked as follows: SFS 1001, SFS 1004 and SFS 1005.
 - (b) All improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;
 - (c) All logs, books and records pertaining to the use, operation and/or/maintenance of the Railcars or otherwise relating to any of the collateral described herein;
 - (d) All rights, claims and causes of action, if any, which the Borrower may have now or in the future against any manufacturer, rebuilder, or seller of the Railcars(or any component thereof) or any other Person, by contract or otherwise, in respect to any defect in the Railcars or any part thereof;
 - (e) Any agreement now or hereafter entered into for leasing the Railcars to any third party, including without limitation the Railroad Car Management Agreement dated February 2, 2005 by and between Everest Railcar Services, Inc. an Arkansas corporation and Borrower and the right to receive all payments and other sums due and to become due from time to time thereunder, to receive all notices and give consents, to exercise any election or option, to declare defaults and to demand payment of any sum due in connection therewith;
 - (f) All rent, damages and other moneys from time to time payable to or receivable by the Borrower in respect to the Railcars;
 - (g) All proceeds(cash and non-cash), including insurance proceeds, settlement proceeds and condemnation awards thereof.

SIGNATURES APPEAR ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written .

CONSOLIDATED LOGISTICS SOLUTIONS, INC.

BY: 

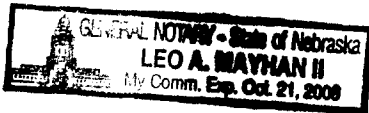
STEVEN R. MURDOCK, PRESIDENT

BANK OF BENNINGTON

BY: 

LEO A. MAYHAN, II VICE PRESIDENT

On this 11th day of May 2005, before me, personally appeared Steven R. Murdock, to me known, who being by me duly sworn, says that he is the President of Consolidated Logistics Solutions, Inc.; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public